

EXHIBIT 5

United States District Court
Southern District of New York

**Certificate of
Good Standing**

I, J. Michael McMahon, Clerk of this Court, certify that

SHERYL LYNN DICKEY, Bar # SD3019

was duly admitted to practice in this Court on

JUNE 3rd, 2003, and is in good standing

as a member of the Bar of this Court.

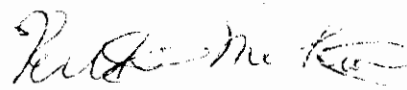
Dated at 500 Pearl Street
New York, New York

on SEPTEMBER 13th, 2005

J. MICHAEL McMAHON

Clerk

by:



Deputy Clerk